

October 18, 2010

via electronic filing

Cynthia T. Brown
Chief of the Section of Administration, Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington, D.C. 20423

RE: Docket No. NOR 42123; *M&G Polymers USA LLC. v. CSX Transportation, Inc. and South Carolina Central Railroad Company*

Dear Ms. Brown:

227 998

Enclosed for filing in the above-captioned proceeding please find a "Motion for Leave to File Second Amended Complaint" and the "Second Amended Complaint" of M&G Polymers USA, LLC ("M&G"). This Second Amended Complaint follows the Original Complaint filed by M&G on June 18, 2010 and the First Amended Complaint filed by M&G on August 16, 2010, and differs from the prior complaints in the following manner:

1. The South Carolina Central Railroad Company has been added as a defendant. This short line railroad terminates one of the lanes challenged by M&G in this case and, according to CSXT, is a line-haul carrier that must be joined as a defendant in the Complaint.
2. For Lane 3 of the Second Amended Exhibit B, the route has been changed to "CHGO-CSXT-CLMBO", the CSXT 2Q10 rate has been changed to \$4,924, the fuel surcharge has been changed to \$73, the CSXT 2Q10 Rate Incl. FSC has been changed to \$4,997, and the R/VC ratio has been changed to 646%.
3. For Lane 12 of the Second Amended Exhibit B, the route has been changed to "CSXT-FLORE-SCRF" and the R/VC ratio has been changed to 292%.
4. For Lane 20 of the Second Amended Exhibit B, the route has been changed to "CSXT-CLMBO", the CSXT 2Q10 rate has been changed to \$2,945, the fuel surcharge has been changed to \$38, the CSXT 2Q10 Rate Incl. FSC has been changed to \$2,983, and the R/VC ratio has been changed to 452%.

These changes result in the addition of one defendant. The number of lanes being challenged by M&G remains at 68.

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If you have any questions, please do not hesitate to contact the undersigned.

Sincerely,



Jeffrey O. Moreno

Sandra L. Brown

David E. Benz

Counsel for M&G Polymers USA, Inc.

Enclosure

EXPEDITED CONSIDERATION REQUESTED

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

M & G POLYMERS USA, LLC)	
)	
Complainant,)	
)	
v.)	Docket No. NOR-42123
)	
CSX TRANSPORTATION, INC. and)	
SOUTH CAROLINA CENTRAL RAILROAD)	
COMPANY)	
)	
Defendants.)	

**MOTION FOR LEAVE TO FILE
SECOND AMENDED COMPLAINT**

Pursuant to 49 C.F.R. 1104.11, Complainant, M&G Polymers USA, LLC ("M&G"), respectfully moves the Surface Transportation Board ("Board") for leave to file a Second Amended Complaint in order to add the South Carolina Central Railroad Company ("SCRF") as a defendant. Although M&G does not believe that the SCRF is a necessary party to this proceeding, CSX Transportation, Inc. ("CSXT") has contended otherwise. Therefore, M&G requests leave to file its Second Amended Complaint in order to resolve this question, which is important to the development and presentation of evidence in this proceeding. **M&G is requesting expedited consideration of this Motion.**

On June 18, 2010, M&G initiated this proceeding by filing a Complaint against CSX Transportation, Inc. ("CSXT") that challenged the reasonableness of CSXT's rates between 69 origin and destination pairs. On August 16, 2010, M&G filed a First Amended Complaint that removed some lanes and added other lanes, including one involving the SCRF, for a total of 68 origin and destination pairs. Because the First Amended Complaint did not add any new

EXPEDITED CONSIDERATION REQUESTED

defendants, a motion for leave to file an amended complaint was not required. 49 C.F.R. § 1111.2.

Counsel for M&G and CSXT also are counsel to the plaintiff and defendant in STB Docket No. 42121, *TOTAL PETROCHEMICALS USA, INC.. v. CSX Transportation, Inc.* On Friday, September 10, 2010, counsel for CSXT sent a letter to counsel for TOTAL, which asserted that several short line railroads were necessary parties in that case. TOTAL subsequently filed its own "Motion for Leave to File Second Amended Complaint" to join various short line railroads as defendants, on October 4, 2010. On that same date, M&G wrote to CSXT asking if it considered any shortlines in this proceeding to also be necessary parties. Exhibit 1. CSXT responded affirmatively on October 7, 2010. Exhibit 2

M&G contacted the SCRF to request that it provide Rule 11 contract rates. If so, that would render the issue raised by CSXT moot, because M&G's ability to challenge just CSXT's segment rate would not be in dispute due to the "contract exception" to the Board's "bottleneck" rule. See STB Docket Nos. 41242, 41295 and 41626, *Central Power & Light Co. et al. v. Southern Pac. Transp. Co. et al.*, (served Dec. 31, 1996), *pet. for recon.* (served April 30, 1997), *aff'd MidAmerican Energy Co. et al. v. STB*, 169 F. 3d 1099 (8th Cir. 1999). SCRF stated that it could not enter into a contract, although it had no desire to be a defendant in this proceeding.

In order to progress this important issue to resolution, M&G seeks leave to file the Second Amended Complaint. M&G is simultaneously serving discovery upon the SCRF, which includes requests for their agreements with CSXT. Although such agreements also are the subject of discovery requests that M&G propounded to CSXT on July 26, 2010, CSXT has not yet produced any responsive documents. If those agreements indicate that the SCRF is merely an agent of CSXT, M&G will move to dismiss the SCRF from this proceeding. If not, SCRF

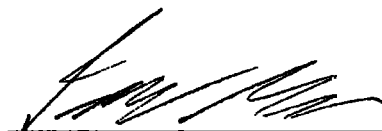
EXPEDITED CONSIDERATION REQUESTED

will remain in the case as a properly joined defendant. This issue needs to be resolved expeditiously in order to minimize any delay in this proceeding, during which M&G is required to pay CSXT's unreasonable tariff rates.

Good cause exists for the Board to grant this Motion. Through its discovery requests, M&G made an early effort to determine if the SCRF was a necessary party to this case. CSXT will not be prejudiced by granting this Motion; instead, the great burden from adding the SCRF falls on M&G itself. Finally, proper adjudication of this case requires that all relevant parties be joined.

For the foregoing reasons, M&G respectfully requests that the Board grant this Motion for Leave to File Second Amended Complaint.

Respectfully submitted,



Jeffrey O. Moreno
David E. Benz
Thompson Hine LLP
1920 N Street, N.W., Suite 800
Washington, D.C. 20036
(202) 331-8800

October 18, 2010

EXHIBIT 1

September 20, 2010

By E-Mail and First Class Mail

Paul Hemmersbaugh
Sidley Austin LLP
1501 K Street, NW
Washington, DC 20005

RE: **M&G Polymers USA, LLC. v. CSX Transportation, Inc., STB Docket No. 42123**

Dear Paul:

In light of our recent correspondence in STB Docket No. 42121 regarding the line-haul status of the short line railroads that deliver the Issue Commodities to some of the Issue Destinations, I am writing to inquire whether CSX Transportation, Inc. ("CSXT") contends that any of the destination short line railroads in STB Docket No. 42123 are line-haul carriers which are necessary parties that should be added as co-defendants.

The First Amended Complaint of M&G Polymers USA, LLC ("M&G") challenges rates for the following movements involving a short line railroad:

Lane #B-3	Altamira, MX – Cambridge, OH	CUOH
Lane #B-12	Apple Grove, WV – Darlington, SC	SCRF
Lane #B-14	Apple Grove, WV – Franklin, IN.	LIRC
Lane #B-20	Apple Grove, WV – Hebron, OH	CUOH
Lane #B-39	Belpre, OH – Franklin, IN	LIRC

If CSXT contends that any of these short-line railroads are line-haul carriers for these movements, I request that CSXT promptly complete its responses to Interrogatory No. 6 and Request for Production No. 17 of M&G's discovery requests served on July 26, 2010.

Sincerely,



Jeffrey O. Moreno

EXHIBIT 2

Moreno, Jeffrey

From: Hemmersbaugh, Paul A [phemmersbaugh@sidley.com]
Sent: Thursday, October 07, 2010 2:20 PM
To: Moreno, Jeffrey; Warren, Matthew J.; Moates, G. Paul
Cc: Benz, David
Subject: RE: M&G Case Correspondence
Follow Up Flag: Follow up
Flag Status: Completed

Jeff,

We will send a more formal response to these two inquiry letters soon. For your immediate information, however, we can advise you that, yes, we intend to follow – and have been following -- the “general principles and understandings” the parties have agreed to follow (as we understand them) in the TPI case. We also advise that our answers concerning “computer-readable” information possessed by CSXT will be consistent with the answers we provided in M&G – CSXT has not obtained significant new or additional “computer readable” information responsive to your SAC discovery requests since we responded to your identical request in the TPI case. Finally, with respect to M&G’s September 20 inquiry about five movements involving short lines, we advise you that each of the short lines provides line haul (not switching) service for those movements.

Regards,

Paul

Paul Hemmersbaugh
Sidley Austin, LLP
(202) 736-8538
phemmersbaugh@sidley.com

From: Moreno, Jeffrey [mailto:Jeff.Moreno@thompsonhine.com]
Sent: Thursday, October 07, 2010 9:10 AM
To: Hemmersbaugh, Paul A.; Warren, Matthew J.; Moates, G. Paul
Cc: Benz, David
Subject: M&G Case Correspondence

Paul,

I have attached two items of correspondence in Docket No. 42123, M&G Polymers v. CSXT, that I transmitted on September 9 and 20. I have not yet received any response to these letters. In light of the time-sensitive nature of the issues raised, I am requesting your prompt response.

10/18/2010

Best Regards,

Jeffrey O. Moreno
Thompson Hine LLP
1920 N Street, N.W.
Washington, DC 20036
202.263.4107 (Direct Line)
202.331.8330 (Fax)
202.615.2494 (Mobile)
Jeff.Moreno@ThompsonHine.com

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10/18/2010

EXPEDITED CONSIDERATION REQUESTED

CERTIFICATE OF SERVICE

I hereby certify that this 18th day of October 2010, I served a copy of the foregoing Motion for Leave to File Second Amended Complaint upon Defendants in the following manner and at the addresses below:

Via hand-delivery to:

G. Paul Moates
Sidley Austin LLP
1501 K Street, NW
Washington, D.C. 20005
Counsel for CSXT

and via overnight express delivery to:

Chris Visconti, General Manager
South Carolina Central Railroad Company
621 Field Pond Road
Darlington, SC 29540-8907



Jeffrey O. Moreno

M & G POLYMERS USA, LLC
Complainant,
v.
CSX TRANSPORTATION, INC. AND
SOUTH CAROLINA CENTRAL RAILROAD
COMPANY
Defendants.

Docket No. NOR 42123

COMES NOW Complainant, M & G Polymers USA, LLC (“M&G”), 450 Gears Road, Suite 240, Houston, TX 77067, pursuant to 49 CFR § 1111.2(a), and files this Second Amended Complaint against Defendants CSX Transportation, Inc. (“CSXT”) and South Carolina Central Railroad Company (“SCRF”). M&G brings this Amended Complaint pursuant to 49 U.S.C. §§ 10701, 10704, 10707, 11701 and 11704, and 49 C.F.R. Part 1111. M&G requests that the Surface Transportation Board (“STB” or “Board”) prescribe reasonable rates and service terms for Defendants’ transportation of the movements set forth in Second Amended Exhibits A and B of this Second Amended Complaint. M&G asks the Board to award damages, plus interest, to the extent that M&G has paid or will pay common carrier rates in excess of a reasonable maximum rate for such transportation, beginning on January 1, 2010. M&G asks this Board to determine the reasonableness of Defendants’ rates using the constrained market pricing principles and procedures adopted in *Coal Rate Guidelines—Nationwide*, Ex Parte No. 347 (Sub-

No. 1), 1 I.C.C. 2d 520 (1985), as further refined and applied in subsequent decisions issued by the Interstate Commerce Commission and the Board.

In support of this Second Amended Complaint, M&G states as follows:

The Parties

1. M&G is a corporation organized under the laws of the State of Delaware, with its principal place of business in Apple Grove, West Virginia. M&G is part of M&G Group, which is the world's largest producer of polyethylene terephthalate ("PET") for packaging applications and a technological leader in the polyester market. M&G produces PET in North America at Apple Grove, WV and Altamira, Mexico. M&G is a major user of rail service to transport its products to customers throughout the continental United States, Canada and Mexico.

2. CSXT is a Class I common and contract carrier by railroad that engages in the transportation of property in interstate and intrastate commerce. Its headquarters are located at 500 Water Street, Jacksonville, Florida 32202. CSXT is subject to the Interstate Commerce Commission Termination Act of 1995 (49 U.S.C. §§ 10101 *et seq.*) and to the jurisdiction of the Board.

3. SCRF is a common and contract carrier by railroad that engages in the transportation of property in interstate and intrastate commerce. It is subject to the Interstate Commerce Commission Termination Act of 1995 (49 USC §§ 10101 *et seq.*) and to the jurisdiction of the Board, and has an address of 621 Field Pond Road, Darlington, South Carolina 29540-8907.

Description of the Issue Movements

4. In this Second Amended Complaint, M&G challenges the reasonableness of Defendants' rates for the movement of PET between 68 origin and destination pairs set forth in

Second Amended Exhibits A and B. Each origin is either an M&G production facility or a storage location.

5. CSXT transports the commodities between the points identified in Second Amended Exhibit A in single line service.

6. Defendants transport the commodities between the points identified in Second Amended Exhibit B in joint line service. CSXT has published AAR Accounting Rule 11 rates for these movements on behalf of itself and on behalf of the SCRF in Lane 12 of Second Amended Exhibit B.

The Challenged Rates

7. Prior to January 1, 2009, CSXT transported PET between the points identified in Second Amended Exhibits A and B pursuant to a 10 year contract. When M&G and CSXT entered into negotiations for a new contract in late 2008, just as the economy was tumbling into a severe recession, M&G was shocked by the magnitude of the rate increases demanded by CSXT. The parties continued negotiating into 2009, beyond the expiration of the contract. In February 2009, with no real option but to pay the rates demanded by CSXT, M&G signed a one-year contract with CSXT under protest. That contract expired on December 31, 2009.

8. In October 2009, M&G and CSXT entered into negotiations for a new contract to become effective on January 1, 2010. CSXT demanded additional significant rate increases above and beyond the substantial increases imposed only a year earlier. Because the parties have been unable to agree upon contract rates, M&G has been paying Defendants' tariff rates since January 1, 2010, while continuing to negotiate with CSXT. Although those tariff rates are higher than CSXT's best contract offer, M&G has paid those rates in the hope that it still could negotiate a mutually acceptable contract with CSXT.

9. M&G and CSXT have engaged in at least six face-to-face negotiation meetings since October 2009, in addition to numerous phone calls and written exchanges. A February 2010 meeting included the Chief Executive Officers of both M&G and CSXT. Although CSXT expressed a new understanding of M&G's business and promised to provide a new contract proposal, the proposal that CSXT submitted a week later contained very few changes from CSXT's pre-meeting proposal. At the most recent meeting between M&G and CSXT, on June 4, 2010, CSXT agreed to submit a new contract proposal in an attempt to find middle ground. That proposal, however, also contained few changes from a proposal that M&G had previously rejected.

10. The tariff rates that M&G has been paying for the movements in Second Amended Exhibits A and B since January 1, 2010, currently produce R/VC ratios that range from 247% to 646%. Of the 68 lanes in Second Amended Exhibits A and B, 2 have an R/VC ratio greater than 500%, 34 have R/VC ratios between 400% and 500%, and 24 have R/VC ratios between 300% and 400%.

11. After many months of negotiations, including several months of paying tariff rates, it has become clear to M&G that it cannot obtain reasonable rates from CSXT through negotiations. Therefore, M&G has elected to initiate this regulatory challenge to the reasonableness of Defendants' rates, which is the last resort of a captive shipper.

Jurisdictional Allegations

12. Defendants possess market dominance over the movements in Second Amended Exhibits A and B. Therefore, pursuant to 49 U.S.C. § 10707, the Board has jurisdiction over the rates and services provided by Defendants and challenged by M&G as unreasonable.

13. The rates charged by Defendants and challenged by M&G for each of the movements in Second Amended Exhibits A and B exceed 180 percent of the variable cost for the service requested by M&G, as determined in accordance with 49 U.S.C. § 10707(d)(1).

14. There is a lack of effective competition from other rail carriers for each of the movements in Second Amended Exhibits A and B because CSXT or SCRF is the only rail carrier that provides service at either the origin or the destination. There is a lack of effective competition from non-rail modes for each of the movements in Second Amended Exhibits A and B.

Requested Relief

15. Defendants' common carrier rates for handling the movements in Second Amended Exhibits A and B are unreasonable and violate 49 U.S.C. §§ 10701(d)(1) and 10702, which require CSXT and SCRF to establish reasonable rates. The Board should order CSXT and SCRF to cease this violation and they should prescribe maximum reasonable rates pursuant to 49 U.S.C. § 10704(a)(1).

16. The Board should award reparations to M&G, as provided under 49 U.S.C. § 11704(b). The reparations should compensate M&G for any and all amounts paid in excess of the reasonable rates prescribed by the Board pursuant to this proceeding, plus interest.

17. The Board should prescribe a maximum reasonable rate and award reparations for a combined period of ten years, beginning January 1, 2010.

18. This Second Amended Complaint includes any and all adjustments to the challenged rates, including adjustments to the applicable fuel surcharges, and any new rates established by CSXT and/or SCRF for the services described herein.

WHEREFORE, M&G Polymers USA, Inc. prays that the Board:

- (1) require Defendants, CSX Transportation, Inc. and South Carolina Central Railroad Company, to answer the charges alleged herein;
- (2) assign this Second Amended Complaint for hearing under 49 C.F.R. Part 1111 and the stand-alone cost approach adopted in *Coal Rate Guidelines—Nationwide*, Ex Parte No. 347 (Sub-No. 1), 1 I.C.C. 2d 520 (1985);
- (3) after due hearing and investigation, find that Defendants' common carrier rates applicable to the transportation of the commodities and movements in Second Amended Exhibits A and B of this Second Amended Complaint are unreasonable;
- (4) prescribe just and reasonable rates and related rules and service terms for the future applicable to the rail transportation of the M&G traffic in Second Amended Exhibits A and B, pursuant to 49 U.S.C. §§ 10704(a)(1) and 11701(a);
- (5) award M&G reparations, plus applicable interest, in accordance with 49 U.S.C. § 11704 for unlawful rates set by Defendants for the period beginning January 1, 2010 to the effective date of a decision by the Board prescribing just and reasonable rates; and
- (6) grant such other and further relief to M&G as the Board may deem just and proper under the circumstances.

Respectfully submitted,



Jeffrey O. Moreno
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(202) 331-8800

October 18, 2010

CSX LOCAL MOVES

Origin		Destination		Route	Commodity Description (6)	STCC (7)	CSXT Rate		FSC @ \$0.23		CSXT Rate	
City (1)	ST (2)	City (3)	ST (4)				2Q10 (8)	2Q10 (9)	2Q10 (10)	R/V C Ratio (11)		
1. APPLE GROVE	WV	BELPRE	OH	CSXT	Polyethylene Terephthalate	28-211-56	\$2,585	\$22	\$2,607		359%	
2. APPLE GROVE	WV	BORDENTOWN	NJ	CSXT	Polyethylene Terephthalate	28-211-56	\$5,800	\$145	\$5,945		281%	
3. APPLE GROVE	WV	CARTERSVILLE	GA	CSXT	Polyethylene Terephthalate	28-211-56	\$5,608	\$122	\$5,730		286%	
4. APPLE GROVE	WV	CLIFTON FORGE	VA	CSXT	Polyethylene Terephthalate	28-211-56	\$3,896	\$58	\$3,954		379%	
5. APPLE GROVE	WV	DEVON / CINCINNATI	KY	CSXT	Polyethylene Terephthalate	28-211-56	\$2,794	\$44	\$2,838		401%	
6. APPLE GROVE	WV	ORLANDO	FL	CSXT	Polyethylene Terephthalate	28-211-56	\$7,929	\$225	\$8,154		316%	
7. APPLE GROVE	WV	PARIS	IL	CSXT	Polyethylene Terephthalate	28-211-56	\$5,457	\$108	\$5,565		373%	
8. APPLE GROVE	WV	PARKERSBURG	WV	CSXT	Polyethylene Terephthalate	28-211-56	\$2,585	\$22	\$2,607		360%	
9. APPLE GROVE	WV	RAINS	SC	CSXT	Polyethylene Terephthalate	28-211-56	\$5,341	\$144	\$5,485		247%	
10. APPLE GROVE	WV	ROCHESTER	NY	CSXT	Polyethylene Terephthalate	28-211-56	\$8,584	\$127	\$8,711		524%	
11. BELPRE	OH	APPLE GROVE	WV	CSXT	Polyethylene Terephthalate	28-211-56	\$3,151	\$22	\$3,173		437%	
12. BELPRE	OH	BORDENTOWN	NJ	CSXT	Polyethylene Terephthalate	28-211-56	\$5,231	\$128	\$5,359		320%	
13. BELPRE	OH	CARTERSVILLE	GA	CSXT	Polyethylene Terephthalate	28-211-56	\$6,512	\$139	\$6,651		302%	
14. BELPRE	OH	DEVON	KY	CSXT	Polyethylene Terephthalate	28-211-56	\$3,837	\$66	\$3,903		351%	
15. BELPRE	OH	ORLANDO	FL	CSXT	Polyethylene Terephthalate	28-211-56	\$7,964	\$247	\$8,211		255%	
16. BELPRE	OH	PARIS	IL	CSXT	Polyethylene Terephthalate	28-211-56	\$5,119	\$130	\$5,249		311%	
17. PARKERSBURG	WV	APPLE GROVE	WV	CSXT	Polyethylene Terephthalate	28-211-56	\$2,585	\$22	\$2,607		360%	
18. RAINS	SC	CARTERSVILLE	GA	CSXT	Polyethylene Terephthalate	28-211-56	\$4,091	\$99	\$4,190		295%	

CSX JOINT MOVES

Origin City (1)	ST (2)	Destination		Route (5)	Commodity Description (6)	STCC (7)	CSXT Rate		FSC @ \$0.23		CSXT Rate	
		City (3)	ST (4)				2Q10 (8)	2Q10 (9)	Incl. FSC (10)	R/V C Ratio (11)		
1 ALTAMIRA	TM	APPLE GROVE	WV	CHGO-CSXT	Polyethylene Terephthalate	28-211-56	\$5,577	\$111	\$5,688		430%	
2 ALTAMIRA	TM	BELPRE	OH	CHGO-CSXT	Polyethylene Terephthalate	28-211-56	\$5,487	\$133	\$5,620		370%	
3 ALTAMIRA	TM	CAMBRIDGE	OH	CHGO-CSXT-CLMBO	Polyethylene Terephthalate	28-211-56	\$4,924	\$73	\$4,997		646%	
4 ALTAMIRA	TM	CARTERSVILLE	GA	NEWOR-CSXT	Polyethylene Terephthalate	28-211-56	\$5,841	\$125	\$5,966		416%	
5 ALTAMIRA	TM	CLIFTON FORGE	VA	NEWOR-CSXT	Polyethylene Terephthalate	28-211-56	\$7,126	\$294	\$7,420		248%	
6 ALTAMIRA	TM	ORLANDO	FL	NEWOR-CSXT	Polyethylene Terephthalate	28-211-56	\$7,411	\$175	\$7,586		403%	
7 APPLE GROVE	WV	AGUILA	AZ	CSXT-CHGO	Polyethylene Terephthalate	28-211-56	\$5,524	\$111	\$5,635		426%	
8 APPLE GROVE	WV	ALBANY	PA	CSXT-HAGTN	Polyethylene Terephthalate	28-211-56	\$5,299	\$94	\$5,393		460%	
9 APPLE GROVE	WV	ALBANY	PA	CSXT-CHGO	Polyethylene Terephthalate	28-211-56	\$5,524	\$111	\$5,635		426%	
10 APPLE GROVE	WV	CHAMPAIGN	IL	CSXT-CHGO	Polyethylene Terephthalate	28-211-56	\$5,524	\$111	\$5,635		426%	
11 APPLE GROVE	WV	CHAMPAIGN	IL	CSXT-EFHAM	Polyethylene Terephthalate	28-211-56	\$5,565	\$104	\$5,669		455%	
12 APPLE GROVE	WV	DARLINGTON	SC	CSXT-TOLED	Polyethylene Terephthalate	28-211-56	\$6,191	\$182	\$6,373		292%	
13 APPLE GROVE	WV	DONEY SPUR	PQ	CSXT-TOLED	Polyethylene Terephthalate	28-211-56	\$2,876	\$66	\$2,942		322%	
14 APPLE GROVE	WV	FRANKLIN	IN	CSXT-LOUVL	Polyethylene Terephthalate	28-211-56	\$3,677	\$68	\$3,745		408%	
15 APPLE GROVE	WV	FREMONT	OH	CSXT-CLMBO	Polyethylene Terephthalate	28-211-56	\$2,945	\$38	\$2,983		451%	
16 APPLE GROVE	WV	GLENDAL	AZ	CSXT-CHGO	Polyethylene Terephthalate	28-211-56	\$5,524	\$111	\$5,635		426%	
17 APPLE GROVE	WV	HAMILTON	ON	CSXT-TOLED	Polyethylene Terephthalate	28-211-56	\$2,876	\$66	\$2,942		322%	
18 APPLE GROVE	WV	HAVRE DE GRACE	MD	CSXT-HAGTN	Polyethylene Terephthalate	28-211-56	\$5,299	\$94	\$5,393		460%	
19 APPLE GROVE	WV	HAZLETON	PA	CSXT-HAGTN	Polyethylene Terephthalate	28-211-56	\$5,299	\$94	\$5,393		460%	
20 APPLE GROVE	WV	HEBRON	OH	CSXT-CLMBO	Polyethylene Terephthalate	28-211-56	\$2,945	\$38	\$2,983		452%	
21 APPLE GROVE	WV	LENEXA	KS	CSXT-CHGO	Polyethylene Terephthalate	28-211-56	\$5,524	\$111	\$5,635		426%	
22 APPLE GROVE	WV	LITTLE ROCK	AR	CSXT-CHGO	Polyethylene Terephthalate	28-211-56	\$5,524	\$111	\$5,635		426%	
23 APPLE GROVE	WV	MEMPHIS	TN	CSXT-MEMPH	Polyethylene Terephthalate	28-211-56	\$5,960	\$163	\$6,123		342%	
24 APPLE GROVE	WV	NICHOLASVILLE	KY	CSXT-CLMBO	Polyethylene Terephthalate	28-211-56	\$2,945	\$38	\$2,983		451%	
25 APPLE GROVE	WV	ROCKFORD	IL	CSXT-CHGO	Polyethylene Terephthalate	28-211-56	\$5,524	\$111	\$5,635		426%	
26 APPLE GROVE	WV	ROGERS	MN	CSXT-CHGO	Polyethylene Terephthalate	28-211-56	\$5,524	\$111	\$5,635		426%	
27 APPLE GROVE	WV	RUSSELLVILLE	AR	CSXT-ESTL	Polyethylene Terephthalate	28-211-56	\$5,565	\$120	\$5,685		408%	
28 APPLE GROVE	WV	ST JEAN	PQ	CSXT-TOLED	Polyethylene Terephthalate	28-211-56	\$2,876	\$66	\$2,942		322%	
29 APPLE GROVE	WV	SUISUN FAIRFIELD	CA	CSXT-ESTL	Polyethylene Terephthalate	28-211-56	\$5,565	\$120	\$5,685		408%	
30 APPLE GROVE	WV	SWEETWATER	TX	CSXT-CHGO	Polyethylene Terephthalate	28-211-56	\$5,524	\$111	\$5,635		426%	
31 APPLE GROVE	WV	TEXARKANA	TX	CSXT-ESTL	Polyethylene Terephthalate	28-211-56	\$5,565	\$120	\$5,685		408%	
32 APPLE GROVE	WV	UNIVERSITY PARK	IL	CSXT-CHGO	Polyethylene Terephthalate	28-211-56	\$5,524	\$111	\$5,635		426%	
33 APPLE GROVE	WV	VADO	NM	CSXT-CHGO	Polyethylene Terephthalate	28-211-56	\$5,524	\$111	\$5,635		426%	
34 APPLE GROVE	WV	W CHICAGO	IL	CSXT-CHGO	Polyethylene Terephthalate	28-211-56	\$5,524	\$111	\$5,635		426%	
35 APPLE GROVE	WV	WAYNESVILLE	NC	CSXT-LYNCH	Polyethylene Terephthalate	28-211-56	\$3,896	\$77	\$3,973		394%	
36 BELPRE	OH	AGUILA	AZ	CSXT-CHGO	Polyethylene Terephthalate	28-211-56	\$5,698	\$133	\$5,831		384%	
37 BELPRE	OH	ALBANY	PA	CSXT-HAGTN	Polyethylene Terephthalate	28-211-56	\$4,661	\$73	\$4,734		483%	
38 BELPRE	OH	CAMBRIDGE	ON	CSXT-TOLED	Polyethylene Terephthalate	28-211-56	\$4,063	\$88	\$4,151		375%	
39 BELPRE	OH	FRANKLIN	IN	CSXT-LOUVL	Polyethylene Terephthalate	28-211-56	\$5,112	\$90	\$5,202		466%	
40 BELPRE	OH	FREMONT	OH	CSXT-CLMBO	Polyethylene Terephthalate	28-211-56	\$3,499	\$60	\$3,559		415%	
41 BELPRE	OH	HAZLETON	PA	CSXT-HAGTN	Polyethylene Terephthalate	28-211-56	\$4,661	\$73	\$4,734		483%	
42 BELPRE	OH	LENEXA	KS	CSXT-CHGO	Polyethylene Terephthalate	28-211-56	\$5,698	\$133	\$5,831		384%	

CSX JOINT MOVES

Origin City (1)	ST (2)	Destination		Route (5)	Commodity Description (6)	STCC (7)	CSXT Rate		FSC @ \$0.23		CSXT Rate		R/V/C Ratio (11)
		City (3)	ST (4)				2Q10 (8)	2Q10 (9)	2Q10 (10)	Incl. FSC			
43 BELPRE	OH	RUSSELLVILLE	AR	CSXT-ESTL	Polyethylene Terephthalate	28-211-56	\$6,114	\$143	\$6,257				394%
44 BELPRE	OH	ST JEAN	PQ	CSXT-TOLIED	Polyethylene Terephthalate	28-211-56	\$4,063	\$88	\$4,151				375%
45 BELPRE	OH	SUISUN FAIRFIELD	CA	CSXT-ESTL	Polyethylene Terephthalate	28-211-56	\$6,114	\$143	\$6,257				394%
46 BELPRE	OH	SWEETWATER	TX	CSXT-CHGO	Polyethylene Terephthalate	28-211-56	\$5,698	\$133	\$5,831				384%
47 SPRING	TX	APPLE GROVE	WV	ESTL-CSXT	Polyethylene Terephthalate	28-211-56	\$5,409	\$120	\$5,529				397%
48 SWEETWATER	TX	APPLE GROVE	WV	CHGO-CSXT	Polyethylene Terephthalate	28-211-56	\$5,577	\$111	\$5,688				430%
49 SWEETWATER	TX	CARTERSVILLE	GA	NEWOR-CSXT	Polyethylene Terephthalate	28-211-56	\$5,841	\$125	\$5,966				416%
50 SWEETWATER	TX	CLIFTON FORGE	VA	NEWOR-CSXT	Polyethylene Terephthalate	28-211-56	\$7,126	\$294	\$7,420				248%

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on this 18th day of October 2010 the foregoing Second Amended Complaint has been served upon the following persons via the means described below:

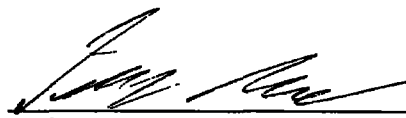
via electronic mail and first class mail to:

G. Paul Moates
Paul A Hemmersbaugh
Sidley Austin LLP
1501 K Street, N.W.
Washington, D.C. 20005

counsel for CSX Transportation, Inc.

and via overnight express delivery to:

Chris Visconti, General Manager
South Carolina Central Railroad Company
621 Field Pond Road
Darlington, SC 29540-8907



Jeffrey O. Moreno